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*Attorneys for The Andy Warhol Foundation for the Visual Arts, Inc.,
 Vincent Fremont, Vincent Fremont Enterprises, and The Andy Warhol
 Art Authentication Board, Inc.*

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

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 JOE SIMON-WHELAN, Individually And On :
 Behalf Of All Others Similarly Situated, :

Plaintiff, :

- against - :

THE ANDY WARHOL FOUNDATION FOR :
 THE VISUAL ARTS, INC., THE ESTATE OF :
 ANDY WARHOL, VINCENT FREMONT, :
 Individually and Successor Executor for the :
 Estate of Andy Warhol, VINCENT FREMONT :
 ENTERPRISES, THE ANDY WARHOL ART :
 AUTHENTICATION BOARD, INC., JOHN :
 DOES 1-20, JANE DOES 1-10, and RICHARD :
 DOES 1-10, :

Defendants. :

Index No. 07 CV 6423 (LTS) (AJP)

ECF CASE

**NOTICE OF MOTION TO
 DISMISS THE AMENDED
 COMPLAINT**

**ORAL ARGUMENT
 REQUESTED**

PLEASE TAKE NOTICE that upon the accompanying Memorandum of Law,
 Declaration of Gary D. Sesser dated November 30, 2007, and attached exhibits, and upon all
 prior proceedings and pleadings herein, Defendants The Andy Warhol Foundation for the Visual
 Arts, Inc., Vincent Fremont, Vincent Fremont Enterprises, and The Andy Warhol Art
 Authentication Board, Inc. ("Defendants"), by and through their attorneys Carter Ledyard &
 Milburn LLP, will move this Court, before the Honorable Laura T. Swain, United States District

Judge, at the United States Courthouse, 500 Pearl Street, New York, New York, on a date to be determined by the Court, for an order pursuant to Rules 12(b)(6) of the Federal Rules of Civil Procedure, dismissing the Amended Complaint and granting such other and further relief as this Court may deem just and proper.


This motion is filed pursuant to a Stipulation and Order signed by this Court on September 24, 2007, attached as **Exhibit A** to the Declaration of Gary D. Sesser in Support of the Motion to Dismiss the Amended Complaint, in which Defendants withdrew their motion to dismiss the original Complaint and Plaintiff was permitted to file an Amended Complaint on or before October 19, 2007. The September 24 Stipulation and Order sets forth a schedule and page limits for this motion to dismiss, including a filing deadline of November 30, 2007 and a 45-page limit for Defendants' memorandum of law in support of its motion to dismiss the Amended Complaint.

The undersigned hereby certifies that counsel for Defendants has complied with Rule 2(b) of this Court's Individual Practice Rules and has used its best efforts to resolve informally the matters raised in the attached submissions. Counsel has written to Plaintiff's counsel a letter dated September 7, 2007 outlining Defendants' legal and factual positions with respect to its Motion to dismiss the original Complaint, and has engaged in one telephone call with Plaintiff's counsel regarding the same.

Defendants respectfully request that the Court hear oral argument with respect to this Motion.

Dated: New York, New York
November 30, 2007

CARTER LEDYARD & MILBURN LLP

By 
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